



St. Louis Southwestern Railway Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

May 2, 1990

RECORDATION NO.

765B-0
FILED 1425

MAY 3 1990 12 15 PM

Via: Federal Express

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 27703 --
St. Louis Southwestern Railway Company
Equipment Trust Agreement, Series D

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Declaration of Full Payment, dated as of April 23, 1990, to Equipment Trust Agreement dated as of August 1, 1974, creating St. Louis Southwestern Railway Company Equipment Trust, Series D, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of August 1, 1974, recorded on September 23, 1974, at 2:30 PM, assigned Recordation No. 7653;

First Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 7653-A;

Second Supplement to Equipment Trust Agreement dated as of June 2, 1980, recorded on August 22, 1980, at 2:40 PM, assigned Recordation No. 7653-B;

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 11, 1982, at 10:50 AM, assigned Recordation No. 7653-C;

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Fourth Supplement to Equipment Trust Agreement
dated as of October 10, 1983, recorded on
October 24, 1983, at 3:15 PM, assigned Recordation
No. 7653-D;

Fifth Supplement to Equipment Trust Agreement
dated as of June 1, 1984, recorded on
June 19, 1984, at 3:10 PM, assigned Recordation
No. 7653-E;

Sixth Supplement to Equipment Trust Agreement
dated as of July 22, 1985, recorded on
September 4, 1985, at 11:05 AM, assigned
Recordation No. 7653-F;

Seventh Supplement to Equipment Trust Agreement
dated as of May 30, 1986, recorded on June 24,
1986, at 10:15 AM, assigned Recordation No. 7653-G;

Assignment and Transfer of Certain Road Equipment
dated as of May 30, 1986, recorded on June 24,
1986, at 10:15 AM, assigned Recordation No. 7653-H;

Eighth Supplement to Equipment Trust Agreement
dated as of June 15, 1987, recorded on July 21,
1987, at 1:25 PM, assigned Recordation No. 7653-I;

Assignment and Transfer of Certain Road Equipment
dated as of June 15, 1987, recorded on July 21,
1987, at 1:25 PM, assigned Recordation No. 7653-J;

Ninth Supplement to Equipment Trust Agreement dated
as of May 13, 1988, recorded on May 24, 1988, at
3:10 PM, assigned Recordation No. 7653-K;

Assignment and Transfer of Certain Road Equipment
dated as of May 13, 1988, recorded on May 24, 1988,
at 3:10 PM, assigned Recordation No. 7653-L;

Tenth Supplement to Equipment Trust Agreement dated as
of July 10, 1989, recorded on August 28, 1989, at 12:05
PM, assigned Recordation No. 7653-M; and

Assignment and Transfer of Certain Road Equipment dated
as of July 10, 1989, recorded on August 28, 1989, at
12:05 PM, assigned Recordation No. 7653-N.

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When the recording of the Declaration of Full Payment has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof and return four (4) each of the same to the undersigned via the enclosed, completed Federal Express waybill.

Very truly yours,



Louis P. Warchot
Attorney for St. Louis
Southwestern Railway Company

Enclosures

cc: Mr. L. C. Yarberry
(Attn: Mr. C. D. Tyler)

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

EQUIPMENT TRUST

SERIES D

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MAY 3 1990 -12 15 PM
INTERSTATE COMMERCE COMMISSION

Recordation No.

7653-0

EQUIPMENT TRUST AGREEMENT

Dated as of August 1, 1974

DECLARATION OF FULL PAYMENT

**ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
EQUIPMENT TRUST, SERIES D**

Equipment Trust Agreement Dated as of August 1, 1974

DECLARATION OF FULL PAYMENT

First Pennsylvania Bank, N.A. (formerly known as The First Pennsylvania Banking and Trust Company, herein called the "Trustee"), Trustee under that certain Equipment Trust Agreement dated as of August 1, 1974, as supplemented, between the Trustee and St. Louis Southwestern Railway Company, pursuant to which was created and constituted "St. Louis Southwestern Railway Company Equipment Trust, Series D," does hereby acknowledge and declare that the purchase money for the equipment subject to said Equipment Trust Agreement has been paid in full; that all of the terms and conditions of the said Equipment Trust Agreement, as supplemented, have been performed; that St. Louis Southwestern Railway Company has made all payments and met all charges required by the said Equipment Trust Agreement, as supplemented; that all of the interests in St. Louis Southwestern Railway Company Equipment Trust, Series D, and the dividends thereon, have been satisfied, paid and discharged; and the said Equipment Trust Agreement, as supplemented, and the lease by Trustee to St. Louis Southwestern Railway Company of the railroad equipment described therein, have terminated, and the Trustee is now obligated by the said Equipment Trust Agreement to assign and transfer the said railroad equipment to St. Louis Southwestern

Railway Company as the absolute property of St. Louis Southwestern Railway Company.

AND it does hereby consent that the record of its title to all the equipment covered by the said Equipment Trust Agreement, as supplemented, be cancelled and discharged, and that this declaration may be filed or recorded or noted on the margin of the record of the said Equipment Trust Agreement wherever the same may have been filed or recorded.

AND it does hereby constitute and appoint CATHY WIEDECKE to be its attorney for it, and in its name and as and for its corporate act and deed, to acknowledge this instrument, before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, First Pennsylvania Bank, N.A., Trustee as aforesaid, acting in accordance with the terms and conditions of the Equipment Trust Agreement, as supplemented, has caused this Declaration to be signed in its name and its corporate seal to be hereunto affixed, duly attested, as of the 27th day of April, 1990.

FIRST PENNSYLVANIA BANK, N.A., Trustee

By: Cathy Wiedecke
Corporate Trust Officer

ATTEST:

M. J. [Signature]
Assistant Secretary

UNITED STATES OF AMERICA)
)
COMMONWEALTH OF PENNSYLVANIA) ss.
)
CITY AND COUNTY OF PHILADELPHIA)

On this 27th day of April, 1990, before me personally appeared CATHY WIEDECKE, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry
Notary Public

